

#26
New Number

- A

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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FEB 13 1989 12:00 AM

INTERSTATE COMMERCE COMMISSION

February 13, 1989

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three fully executed original copies and two photocopies each of 1) a Memorandum of Lease Agreement dated as of July 25, 1988 and 2) an Amendment dated as of January 9, 1989 to Memorandum of Lease, primary and secondary documents, respectively, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

Should be
Rec. NO.
15776-A

The names and addresses of the parties to the enclosed documents are:

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Interail, Inc.
One Foxfield Square, Suite 200
St. Charles, Illinois 60174

A description of the railroad equipment covered by the enclosed documents is:

Twenty (20) 40'6" 100-ton copper boxcars for metal ingot loading bearing NOKL marks and numbers 77000 through 77019, both inclusive.

Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Fifty (50) 40'6" 100-ton Copper Boxcars for metal ingot loading bearing NOKL marks and numbers 77020 - 77069.

C.T. Harpster

Overleaf

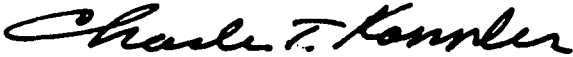
Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
February 13, 1989
Page Two

Kindly return stamped copies of the enclosed documents not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed documents to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of July 25, 1988, ~~as amended by Amendment dated as of January 9, 1989~~, between Greenbrier Railcar, Inc., Lessor, and Interail, Inc., Lessee, covering ~~20~~ 40'6" ⁵⁰ 100-ton copper boxcars marked and numbered NOKL ~~77000 through NOKL 77019~~, both inclusive.
77020 " 77069

Very truly yours,


Charles T. Kappler

Enclosures

16204

RECORDATION NO. FILED 1463

FEB 13 1989 12 30 AM

INTERSTATE COMMERCE COMMISSION

ICC Copy

- A

Shmo to Rec.

No 15776-A

AMENDMENT DATED JANUARY 9, 1989

TO

MEMORANDUM OF LEASE

BETWEEN

INTERAIL, INC. ("LESSEE")

AND

GREENBRIER RAILCAR, INC. ("LESSOR")

JUNE 20, 1988

Amendment dated as of January 9, 1989 to MEMORANDUM OF LEASE made and entered into as of June 20, 1988 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Interail, Inc., a Kansas corporation, ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee entered into the Lease Memorandum describing the lease of 50 100-ton copper boxcars; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to amendments of the underlying lease by decreasing the number of leased railcars to 20.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Paragraph 1 is amended by deleting it in its entirety and substituting the following:

"1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty (20) 40' 6" 100-ton copper boxcars for mental ingot loading bearing NOKL marks and numbers as follows:

NOKL 77000 - 77019 "

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of January 9, 1989.

GREENBRIER RAILCAR, INC.

By: Norris M. Webb, V.P.

INTERAIL, INC.

By: John Cowles

STATE OF OREGON)
) SS
COUNTY OF CLACKAMAS)

On this 1st day of February, 1989, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER RAILCAR, INC., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the said instrument was his free act and deed.

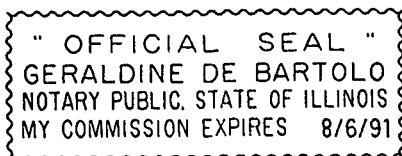
Janet E. Hudson
NOTARY PUBLIC

[NOTARIAL SEAL]

My commission expires 5/28/90

STATE OF ILLINOIS)
) SS
COUNTY OF)

On this 6th day of FEBRUARY, 1989, before me personally appeared JOHN N. COWLES, to me personally known, who being by me duly sworn, says that he is the PRESIDENT of INTERAIL, INC. that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the said instrument was his free act and deed.



Geraldine De Bartolo
NOTARY PUBLIC

[NOTARIAL SEAL]

My commission expires:

L1996.1